

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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IN RE:	:	Chapter 11
	:	
NORTHWESTERN CORP.,	:	Bankruptcy No.
Debtor.	:	03-12872 (JLP)
	:	
-----X	:	
MAGTEN ASSET MANAGEMENT	:	
CORP.,	:	
Appellant,	:	
	:	Civil Action No.
v.	:	05-393-JJF
	:	
PAUL HASTINGS JANOFSKY &	:	
WALKER, LLP.,	:	
Appellee.	:	
-----X	:	

STIPULATION AND ORDER CONCERNING MEDIATION

WHEREAS, the Court issued an Order, dated June 29, 2005, appointing a Special Master/Mediator ("Mediator") to conduct the mandatory mediation of Magten Asset Management Corporation's ("Magten's") appeal of the Bankruptcy Court's Order approving the Final Fee Application of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") (the "Fee Application Appeal" (Civil Action No. 05-393-JJF)) pursuant to the terms of the Court's Standing Order dated July 23, 2004 regarding the procedures governing mediation of appeals from the United States Bankruptcy Court ("Standing Order");

WHEREAS, the parties are currently briefing Magten's earlier appeal from the Bankruptcy Court's Order denying Magten's motion to disqualify

Paul Hastings from representing the debtor-in-possession, Northwestern Corporation, in the above referenced bankruptcy proceeding (the “Disqualification Appeal” (Civil Action No. 04-1279)); and

WHEREAS, the Court’s decision concerning the Disqualification Appeal may be relevant to the resolution of the Fee Application Appeal;

IT IS HEREBY STIPULATED AND AGREED, by and among the parties through their undersigned attorneys that:

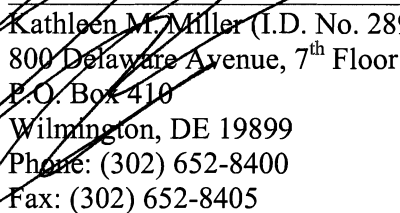
1. The mediation of the Fee Application Appeal shall be postponed until after the Court’s decision concerning the Disqualification Appeal;
2. Within 30 days of the Court’s decision concerning the Disqualification Appeal, the parties shall submit their confidential mediation position papers concerning the Fee Application Appeal to the Mediator;
3. In accordance with Section 3 of the Standing Order, briefing concerning the Fee Application Appeal shall be deferred until the mediation of the

Fee Application Appeal has been completed unless the Court orders otherwise.

Dated: July 25, 2005

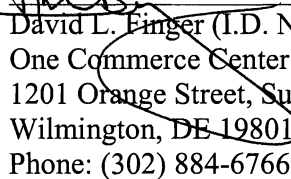
SO STIPULATED:

SMITH, KATZENSTEIN & FURLOW, LLP FINGER & SLANINA, LLC



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SO ORDERED:

_____, 2005

UNITED STATES DISTRICT JUDGE